

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

TPC OPERATING, LLC and LENNY
DYKSTRA,

Plaintiffs,

-against-

DOUBLEDOWN MEDIA, LLC and
RANDALL LANE,

Defendants.

No. 08 Civ. 3912 (RB)

**DECLARATION OF EDWARD D. HASSI
IN SUPPORT OF MOTION OF
PLAINTIFFS AND COUNTERCLAIM-
DEFENDANTS TPC OPERATIONS, LLC
AND LENNY DYKSTRA TO
SUBSTITUTE COUNSEL OF RECORD**

Electronically Filed

DOUBLEDOWN MEDIA, LLC,

Counterclaimant,

-against-

TPC OPERATIONS, LLC, LENNY
DYKSTRA, TREND OFFSET PRINTING
SERVICES, INC., MITCH SHOSTAK and
SHOSTAK STUDIOS, INC.,

Counterclaim-Defendants.

EDWARD D. HASSI, ESQ., pursuant to 28 U.S.C. § 1746(2), hereby declares as follows:

1. I am a partner at the law firm of O'Melveny & Myers LLP ("O'Melveny"), with its offices located at Times Square Tower, 7 Times Square, New York, NY 10036. I am a member in good standing of the bar of the State of New York and the bar of this Court.

Substitution of Counsel

2. Pursuant to Local Civil Rule 1.4 of the Local Rules of the United States District Court for the Southern District of New York, I respectfully submit this declaration in support of

the Motion of Plaintiffs and Counterclaim-Defendants TPC Operations, LLC and Lenny Dykstra ("Plaintiffs") to Substitute Counsel of Record.

3. The substitution is on consent, as it is Plaintiffs' wish to substitute O'Melveny for Kirkpatrick & Lockhart Preston Gates Ellis LLP ("K&L Gates") as counsel and attorney of record in the above-captioned matter. Together with this Declaration I submit a Notice of Substitution that has been signed by Douglas F. Broder, a partner at K&L Gates, and by Lenny Dykstra, signed in his own capacity and as President of TPC Operations, LLC.

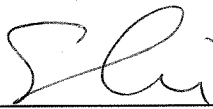
Posture of the Case and Position on Calendar

4. Substitution of O'Melveny & Myers LLP as counsel of record will cause no substantial delay in the progress of this case because the lawsuit is in its early stages. Plaintiffs' initial complaint was filed on April 25, 2008. Defendants and Counterclaimants Doubledown Media, LLC and Randall Lane ("Defendants") filed an Answer and Counterclaims on April 28, 2008, and an Answer and First Amended Counterclaims on May 12, 2008.

6. The substitution will not cause any delay to the Court's schedule.

7. I submit herewith a proposed Order substituting O'Melveny in the place and stead of K&L Gates as counsel and attorney of record in the above-captioned matter.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 22nd day of May, 2008.

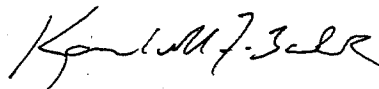


Edward D. Hassi, Esq.

CERTIFICATE OF SERVICE

I, Kendall J. Burr, hereby certify, under penalty of perjury pursuant to 28 U.S.C. § 1746, that on this 23 day of May, 2008, I served a true and correct copy of (1) the Motion of Plaintiffs and Counterclaim-Defendants TPC Operations, LLC and Lenny Dykstra ("Plaintiffs") to Substitute Counsel of Record; (2) the Notice of Substitution of Counsel on Consent for Plaintiffs; (3) the Declaration of Edward D. Hassi in support of Motion of Plaintiffs and Counterclaim-Defendants TPC Operations, LLC and Lenny Dykstra to Substitute Counsel of Record; and (4) Proposed Order to Substitute Counsel of Record for Plaintiffs, via Federal Express on the following counsel of record for Defendants, Doubledown Media, LLC and Randall Lane:

Bruce R. Ewing, Esq.
Helene M. Freeman, Esq.
Marc. S. Reiner, Esq.
Dorsey & Whitney LLP
250 Park Avenue
New York, New York 10177
(212) 415-9200



Kendall J. Burr